

OSTER
Researching Services

12897 Colonial Dr. • Mt. Airy, Md. 21771
301-253-6040

BBB

0100187006

RECORDATION NO. 16168-BBB FILED 1425

April 18, 1994

APR 18 1994 -9 45 AM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed is a Partial Termination of Security Agreement dated 4/12/94 which releases 18 locomotives, HATX 500-517.

Please file this supplemental agreement under ICC Recordation #16168. The filing fee of \$18 is enclosed.

Thank you for your assistance.

Sincerely,

Mary A Oster

Mary Ann Oster
Research Consultant

Enclosures

RECEIVED
OFFICE OF THE
SECRETARY
APR 18 9 40 AM '94
LICENSING BRANCH

Handwritten: 16168-BBB

Interstate Commerce Commission
Washington, D.C. 20423

4/18/94

OFFICE OF THE SECRETARY

Mary Ann Oster
Research Consultant
Oster Researching Services
12897 Colonial Dr.
Mt Airy, Maryland 21771

Dear Mrs. Oster:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 4/18/94 at 9:45am, and assigned
recordation number(s). 18774, 17567-B, 16262-B, 16262-C & 16168-BBB

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

APR 18 1994 -9 45 AM

PARTIAL TERMINATION OF
SECURITY AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Partial Termination"), dated as of April 12, 1994 by The First National Bank of Boston, a national banking association, as agent for itself and for Continental Bank, N.A. and Union Bank (collectively, the "Banks") under a Credit Agreement dated as of January 15, 1992, as amended from time to time (the "Agent"), for the benefit of Helm Financial Corporation, a California corporation ("Helm").

1. Recitals. Helm owns the eighteen (18) Locomotives bearing Association of American Railroad Designation Numbers as listed on Exhibit A attached hereto (the "Unit(s)"). Helm has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral"), to the Agent, for the benefit of the Banks, upon the terms and conditions provided in that certain Security Agreement, dated as of January 17, 1989, between Helm and the Agent (the "Security Agreement") and filed at the Interstate Commerce Commission ("ICC") under Recordation No. 16168 filed on January 18, 1989 at 10:55 a.m.

Helm is planning to sell the Units to a third party as permitted by the Security Agreement and desires to do so free and clear of any lien or security interest of the Agent. Pursuant to the terms of the Security Agreement, the Agent, on behalf of the Banks, and Helm desire to terminate the Agent's security interest in the Units.

2. Termination of Security Interest. The Agent's security interest in the Units shall be and is hereby terminated upon the filing of this Partial Termination with the ICC and all of the Agent's right, title and interest in and to the Units shall and has become null and void.

This Release shall have no effect on the Bank security interest in and lien on any Collateral other than the Units and said security interest in and lien on such other Collateral is hereby reaffirmed.

IN WITNESS THEREOF, the Bank, pursuant to due authority, has executed this Partial Termination of Security Agreement as of the date first above written.

THE FIRST NATIONAL BANK OF BOSTON,
as Agent

By: Barbara W. Nelson

Title: Vice President

Date: April 12, 1994

COMMONWEALTH OF MASSACHUSETTS)
COUNTY OF SUFFOLK) S
)

On this 12th day of April, 1994, before me, personally appeared Barbara W. Wilson to me personally know, who being by me duly sworn, says that she is a Vice President of **The First National Bank of Boston**, that said instrument was signed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Florence Grose
Notary Public

My Commission Expires:

FLORENCE GROSE
Notary Public
My Commission Expires November 12, 1999

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EXHIBIT A

Description of Equipment:

Eighteen (18) GP40-2 locomotives

Unit Numbers:

HATX 500-517